

BY-LAWS

NEW RIVER/MOUNT ROGERS WORKFORCE FOUNDATION

Article I

Purpose

The Corporation is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding future internal revenue law of the United States) (the "Code") and the regulations issued thereunder ("Regulations") as they now exist or as they may be amended, specifically:

- (a) To implement policies that complement and support those of the New River/Mount Rogers Workforce Development Area Consortium Board (the "Consortium Board"), a Board formed pursuant to Virginia Code § 15.2-1300 by the Cities of Bristol, Galax and Radford and the Counties of Bland, Carroll, Floyd, Giles, Grayson, Montgomery, Pulaski, Smyth, Washington, and Wythe (such jurisdictions are hereinafter referred to collectively as the "New River/Mount Rogers Area") and the New River/Mount Rogers Workforce Development Board (the "Workforce Development Board"), a Local Board organized and established under section 107 of the Workforce Innovation and Opportunity Act of 2014, 11 U.S.C. § 1132, with the functions and purposes set forth therein; and
- (b) to promote and implement integrated workforce development strategies, systems and activities designed to increase the employment, retention, and earnings of employees in the New River/Mount Rogers Area, and increase the occupational skills and quality of the workforce, and increase self-sufficiency; and
- (c) to receive, hold, maintain, use, dispose, and administer assets in perpetuity exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Code and to use and apply the whole or any part of the principal and income therefrom for the benefit of, to perform the functions of, and to carry out the purposes of the Consortium Board and the Workforce Development Board and to do all and every such thing as may be necessary, suitable, convenient, usual, or proper for the accomplishment of the purposes expressed in this Article; and
- (d) Subject to the limitations set forth in these Articles, the Corporation shall have power to conduct any and all lawful affairs, not required to be specifically stated in these Articles, for which nonstock corporations may be incorporated under the Act.

Article II

Directors

2.1 General Powers. All corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

2.2 Number of Directors. The number of directors shall be not less than three (3) nor more than twenty-one (21). Each director shall serve a three (3) year term and shall be appointed by the Board of Directors. The initial Board of Directors shall consist of twelve (12) directors

2.3 Directors: Quorum

- (a) The directors shall consist of three (3) members of the New River/Mount Rogers Workforce Development Area Consortium Board and four (4) members of the New River/Mount Rogers Workforce Development Board and an optional four (4) or more at-large members representing the community and/or area of needed expertise (e.g., legal, financial, etc.).
- (b) The membership of the New River/Mount Rogers Workforce Development Area Consortium Board and the New River/Mount Rogers Workforce Development Board will vote on their representatives to the Foundation Board. The optional At-Large members will be voted on by the current Board of Directors of the Foundation.
- (c) A majority of the number of directors serving at the time of any meeting shall constitute a quorum for the transaction of business. The act of a majority of directors presents at a meeting at which a quorum is present shall be the act of the Board of Directors. Less than a quorum may adjourn any meeting.

2 Meetings of Directors. An annual meeting of the Board of Directors for the transaction of such business that may come before the meeting shall be held in August of each year. This meeting will be in-person and public notice given of the time and place of the meeting. Meetings of the Board of Directors shall be held at places within the New River/Mount Rogers Region and at times fixed by resolution of the Board, or upon call of the Chairperson of the Board or a majority of the directors. The Secretary or officer performing the Secretary's duties shall give not less than five (5) days notice by letter, electronic mail, telephone or in person of all meetings of the Board of Directors, provided that notice need not be given of regular meetings held at times and places fixed by resolution of the Board. Meetings may be held at any time without notice if all of the directors are present, or if those not present waive notice in writing either before or after the meeting. The notice of meetings of the Board need not state the purpose of the meeting. Members of the Board of Directors or any committee designed thereby may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

- a) Meetings of the Foundation Board may be virtual (except for the annual meeting in August).

- b) Minutes will be taken at all meetings and posted for review.
- c) The Executive Director of the New River/Mount Rogers Workforce Development Area Consortium Board (or their designee) will serve as “staff” at all Foundation Board of Directors meetings.

2.5 Actions by Directors or Committee Without Meeting. Any action which may be taken at a meeting of the Board or of a committee may be taken without a meeting if a consent in writing, setting forth the action, is signed either before or after such action by all of the directors or all of the members of the committee, as the case may be.

2.6 Compensation. A director shall not be entitled to compensation for his service as a director. The foregoing shall not prevent the Board of Directors from reimbursing any director for expenses actually, necessarily and reasonably incurred in the performance of his duties as director, or from entering into a contract in the best interests of the Foundation and on fair and reasonable terms, as determined by a vote of directors not having a material financial interest in the matter.

2.7 Vacancies. Any at-large vacancy occurring on the Board resulting from any cause whatsoever may be filled by the Board of Directors. Vacancies of a CB or WDB representative must go back to those entities to appoint a new Board member.

2.8 Terms. Membership will have a staggered three-year term. Each board member shall serve no more than three consecutive full three-year terms. The initial board appointments which will be a staggered one, two and three year term. Board members that are later appointed, will serve based on the term left on the vacancy that they are filling. They may then serve three consecutive full three year terms.

Article III Committees

3.1 Committees. The Board of Directors may establish such standing or special committees from time to time as it shall deem appropriate to conduct the activities of the Foundation and to advise the Board and shall define the powers and responsibilities of such committees. The members and chairpersons of all committees shall be appointed by the Board of Directors for a one-year term or until their successors are duly elected but shall be subject to removal at any time by vote of a majority of the Board of Directors then in office. No committee appointed by the Board shall consist of fewer than three (3) members. Persons other than directors may be appointed as committee members by the Board of Directors. The voting rights, if any, of committee members other than directors shall be specified by the Board of Directors in its action designating such specific powers and responsibilities as may be determined by the Board of Directors except that no committee shall have the power:

- (a) to approve amendments to these Bylaws or the Articles of Incorporation;
- (b) to approve any action or exercise any authority requiring the approval of more than a majority of a quorum of the Board of Directors under the laws of the Commonwealth of Virginia, the Articles of Incorporation or these Bylaws;

(c) to take any action for which final authority is reserved to the Foundation or which has been prohibited by resolution of the Board of Directors; or

(d) to take other action for which may not be delegated to it under the laws of the Commonwealth of Virginia or under the provisions of the Articles of Incorporation or these Bylaws.

3.2 Meetings. Regular and special meetings of any committee established pursuant to this Article may be called and held subject to the same requirements with respect to time, place and notice as are specified in these Bylaw for regular and special meetings of the Board of Directors.

a) Committee Meetings may be virtual.

b) Minutes will be taken at all meetings and provided to the Board of Directors of the Foundation.

3.3 Quorum and Manner of Acting. A majority of the members of any committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those members present at a committee meeting at which a quorum is present shall constitute the act of the committee.

3.4 Resignation. Any member of a committee may resign at any time by giving written notice of his intention to do so to the Chairperson or the Secretary of the Foundation.

3.5 Vacancies. Any vacancy occurring in a committee resulting from any cause whatsoever may be filled by the Board of Directors.

Article IV Officers

4.1 Election of Officers: Terms. The officers of the Foundation shall consist of a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer. Other officers, including assistant and subordinate officers, may from time to time be appointed by the Board of Directors. All officers shall hold office until the next annual meeting of the Board of Directors or until their successors are appointed.

4.2 Removal of Officers: Vacancies. Any officer of the Foundation may be removed summarily, with or without cause, at any time, by the Board of Directors. Vacancies may be filled by the Board of Directors.

4.3 Duties. The officers of the Foundation shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as are prescribed by law are hereinafter provided or as from time to time shall be conferred by the Board of Directors. The Board of Directors may require any officer to give such bond for the faithful performance of his duties as the Board may see fit. The board is responsible for overall policy and direction of the foundation and delegates the responsibility of day-to-day operations to the staff and committees.

4.4 Duties of the Chairperson. The Chairperson shall be the chief executive officer of the Foundation and shall be primarily responsible for the implementation of policies of the Board of Directors. He or she shall have general management and direction of the Foundation subject only to the ultimate authority of the Board of Directors. Except as otherwise provided in these Bylaws or in the resolutions establishing such committees, he or she shall be ex officio a member of all committees of the Board of Directors. The Chairperson shall preside at all corporate meetings. He or she may sign and execute in the name of the Foundation deeds, mortgages, bonds, contracts or other instruments except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Foundation or shall be required by law otherwise to be signed or executed. In addition, he or she shall perform all duties incident to the office of the Chairperson and such other duties as from time to time may be assigned to him or her by the Board of Directors.

4.5 Duties of the Vice-Chairperson. The Vice-Chairperson shall have such powers and duties as may from time to time be assigned to him or her by the Chairperson or the Board of Directors. The Vice-Chairperson may sign and execute in the name of the Foundation deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors, except where the signing and execution of such documents shall be expressly delegated by the Board of Directors or the Chairperson to some other officer or agent of the Foundation or as otherwise required by law.

4.6 Duties of the Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Foundation, and shall deposit all monies and securities of the Foundation in such banks and depositories as shall be designated by the Board of Directors. He or she shall be responsible for (i) maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; (ii) preparing appropriate operating budgets and financial statements; (iii) reporting on financial status of the Foundation; (iv) preparing and filing all tax returns required by law; and (v) performing all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors or the Chairperson. The Treasurer may sign and execute in the name of the Foundation deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Foundation or shall be required by law or otherwise to be signed or executed.

4.7 Duties of the Secretary. The Secretary shall act as secretary of all meetings of the Board of Directors of the Foundation. When requested, he or she shall also act as secretary of the meetings of the committees of the Board. The Secretary shall keep and preserve the minutes of all such meetings in permanent books. He or she shall see that all notices required to be given by the Foundation are duly given and served; shall have custody of the seal of the Foundation and shall affix the seal or cause it to be affixed to all documents the execution of which on behalf of the Foundation under its corporate seal is duly authorized in accordance with law or the provisions of these Bylaws; shall have custody of all deeds, leases, contracts and other important corporate documents; shall have charge of the books, records and papers of the Foundation relating to its organization and management as a Foundation; shall see that all reports, statements and other documents required by law (except tax returns) are properly filed, including the filing of any reports with the Virginia Office of Consumer Affairs; shall have charge of and be responsible for the written acknowledgement of all contributions; and shall in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by

the Board of directors or the Chairperson.

4.8 Compensation. The Board of Directors shall have authority to fix the compensation, if any, of all officers of the Foundation.

Article V Liability and Indemnification

5.1 Limitation on Liability of Officers and Directors. To the fullest extent permitted by the Virginia Nonstock Foundation Act, as it exists on the date hereof or may hereafter be amended, the directors or officers of the Foundation shall not be liable to the Foundation for monetary damages.

5.2 Indemnification. To the fullest extent permitted and in the manner prescribed by the Virginia Nonstock Foundation Act and any other applicable law, the Foundation shall indemnify a director or officer of the Foundation who is or was a party to any proceeding by reason of the fact that he is or was such a director or officer or is or was serving at the request of the Foundation as a director, officer, employee or agent of another Foundation, partnership, joint venture, trust, employee benefit plan or other enterprise.

5.3 Directors, Officers, Employers or Agents. Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

Articles VI Conflict of Interest Policy

6.1 Compliance with Governing Law. The Foundation shall comply with all Virginia and local laws concerning conflict of interest transactions (as defined in Section 13.1-871 of the Virginia Code) applicable to Virginia Non-profit Foundations. In extension (and not in limitation) thereof, the directors shall comply with the provisions hereinafter set forth.

6.2 Abstention from Conflict Matters.

- (a) Each director shall abstain from voting on, or from otherwise participation in any way in any decision concerning, any transaction ("Conflict Transaction") between the Foundation and such director, between the Foundation and a member of such director's immediate family (as hereinafter defined), or between the Foundation and a trust, estate or other entity which such director or immediate family member directly or indirectly controls or with respect to which such director or immediate family member has a material financial interest. For purposes of this Article, (i) the term "director's immediate family" means a director's spouse and any other person residing in the same household as the director who is a dependent of the director or of whom the director is a dependent, and (ii) the term "dependent" means any person,

whether or not related by blood or marriage, who receives from the director or provides to the director more than one-half of his or her financial support.

- (b) Any director (the “Conflicted Director”) who becomes aware of an actual or potential conflict of interest on the part of such director or on the part of a member of such director’s immediate family must promptly disclose such interest (the “Conflict”) to the Board of Directors. Such Conflict shall be made a matter of record. When such Conflict becomes relevant to any matter requiring action by the Board of Directors or any committee thereof, such Conflict shall be called to the attention of the Board of Directors or committee, as the case may be, and the Conflicted Director shall remove himself or herself from the discussion and abstain from voting on such matter.

6.3 Permissible Conflict Transactions. The Foundation may enter into a Conflict Transaction if, in advance of doing so, the Board (i) takes reasonable steps to ensure that the terms of such transaction are fair and reasonable to the Foundation under the circumstances, and (ii) documents such steps and the basis for the conclusion that such transaction is fair and reasonable to the Foundation under circumstances.

6.4 Officers: Committee Members. The foregoing provisions of this Article shall also apply to officers of the Foundation and committee members.

Article VII Corporate Records

7.1 Minutes of Meetings and Records of Actions Taken Without Meetings: The Foundation shall keep as permanent records minutes of all meetings of its Board of Directors and all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Foundation.

7.2 Accounting Records. The Foundation shall maintain appropriate accounting records.

7.3 Form and Maintenance of Records. The Foundation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. Records shall be kept for the period of time required by law or, in the absence of a legal requirement, the length of time prudent and necessary to document Foundation activities.

7.4 Specific Records Which Foundations Must Keep. The Foundation shall keep a copy of the following records:

- (a) The Foundation’s Articles or Restated Articles of In Foundation and all amendments to them currently in effect;
- (b) The Foundation’s Bylaws or restated Bylaws and all amendments to them currently in effect;

- (c) A list of the names and business address of the Foundation's current directors and officers;
- (c) The Foundation's most recent annual report delivered to the State Foundation Commission;
- (d) Form 1023, application for Recognition of Exemption, filed by the Foundation with the Internal Revenue Service.
- (e) Letter of approval of tax status by the IRS

Article VIII Miscellaneous Provisions

8.1 Seal. The seal of the Foundation shall consist of a flat-faced circular die, of which there may be any number of counterparts, on which there shall be engraved the word "Seal" and the name of the Foundation.

8.2 Fiscal Year. The fiscal year of the Foundation shall end on such June 30 and shall consist of such accounting periods as may be fixed by the Board of Directors.

8.3 Checks, Notes and Drafts. Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize. Approved signatures will be the Board Treasurer and Chair, when the Board of Directors so authorizes. One signature may be electronic however, one signature must be "wet".

8.4 Amendment of Articles of Incorporation and Bylaws. The Foundation's Articles of Incorporation may be amended or altered at any meeting of the Board of directors by a resolution adopted by at least two-thirds of the Foundation's directors. These Bylaws may be amended or altered at any time at any meeting of the Board of Directors by a resolution adopted by at least a majority of the Foundation's directors.

8.6 Use of Pronouns. Whenever used herein, the masculine pronouns shall include the feminine, the feminine shall include the masculine, the singular shall include the plural and the plural shall include the singular.

8.7 Staffing. The New River/Mount Rogers Workforce Development Area Consortium Board shall provide adequate staff to support the efforts of the Foundation and its Board. The Executive Director will be the main staff person assigned to the Foundation and will attend all Foundation Board meetings. The Deputy Director and Finance Manager will also serve the Foundation Board and other CB staff as needed.

These Bylaws were duly adopted by the Board of Directors of the New River/Mount Rogers Workforce Foundation on the ????

NR/MR Foundation Board Chair

NR/MR Consortium Board Chair

NR/MR WDB Board Chair

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